Amendments to the Claims:

The Claim Listing below will replace all prior version of the claims in the application:

Claim Listing

1. (Original) A compound having the formula:

3 or a pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof,

4 wherein

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T is a 14-, 15-, or 16-membered macrolide connected via a macrocyclic ring carbon atom;

R¹ and R³ independently are selected from the group consisting of: (a) H, (b) a

7 C_{1-6} alkyl group, (c) a C_{2-6} alkenyl group, (d) a C_{2-6} alkynyl group, (e) $-C(O)R^5$,

8 (f) $-C(O)OR^5$, (g) $-C(O)-NR^4R^4R^4R^4$, (h) $-C(S)R^5$, (i) $-C(S)OR^5$, (j) $-C(O)SR^5$, or (k) $-C(S)-C(O)CR^5$

9 $NR^4R^4R^4R^4$;

 R^2 is hydrogen or $-OR^{12}$;

D is selected from the group consisting of:

12 (a) a single bond, (b) a C₁₋₆ alkyl group, (c) a C₂₋₆ alkenyl group; (d) a C₂₋₆ alkynyl

13 group; (e) -C(O)-X-, (f) -C(O)O-X-, (g) $-C(O)NR^4R^4-X-$,

(h) $-C(=NR^4)-X-$, (i) $-C(=NR^4)O-X-$, (j) $-C(=NR^4)N-X-$,

15 (k) $-SO_2-X-$, (l) $-C(NR^4)NR^4-X-$, (m) -C(S)-X-,

16 (n) $-C(S)NR^4-X-$, (o) $-C(NR^4)S-X-$, or (p) -C(O)S-X-, wherein

i) 0-2 carbon atoms in any of (b)–(d) of D immediately above optionally

is replaced by a moiety selected from the group consisting of O,

 $S(O)_p$, and NR^4 ,

20	ii)	each of the groups (b)-(d) immediately above optionally is substituted
21		with one or more R ⁵ groups,
22	iii)	alternatively when R ⁵ is present as an optional substituent on (b)-(d),
23		R ³ and R ⁵ can be taken together with the atoms to which they are
24		attached to form a 3-7 membered ring, and
25	iv)	X is selected from the group consisting of (aa) a C ₁₋₆ alkyl group, (bb)
26		a C ₂₋₆ alkenyl group, or (cc) a C ₂₋₆ alkynyl group, wherein each of
27		groups (aa)-(cc) optionally is substituted with one or more R ⁵ groups;
28	F is selected from the	e group consisting of:
29	(a) a single be	ond, (b) a C_{1-6} alkyl group, (c) a C_{2-6} alkenyl group, (d) a C_{2-6} alkynyl
30	group, where	in
31	i)	0-2 carbon atoms in any of (b)-(d) of F immediately above optionally
32		is replaced by a moiety selected from the group consisting of O,
33		S(O) _p , and NR ⁴ ,
34	ii)	any of (b)-(d) of F immediately above optionally is substituted with
35		one or more R ⁵ groups, and
36	iii)	any of (b)-(d) of F immediately above optionally is substituted with
37		C ₁₋₆ alkyl-R ⁵ groups;
38	E is selected from the	e group consisting of:
39	(a) a 3-10 me	mbered saturated, unsaturated, or aromatic heterocycle containing one
40	or more heter	oatoms selected from the group consisting of nitrogen, oxygen, and
41	sulfur,	
42	(b) a 3-10 me	mbered saturated, unsaturated, or aromatic carbocycle,
43	(c) a $-W-[3-$	10 membered saturated, unsaturated, or aromatic heterocycle containing
44	one or more l	neteroatoms selected from the group consisting of nitrogen, oxygen, and
45	sulfur],	
46	(d) a -W-[3	-10 membered saturated, unsaturated, or aromatic carbocycle],
47	(e) -C(O)-, (f) $-C(O)O-$, (g) $-C(O)NR^4-$, (h) $-C(=NR^4)-$,
48	$(i) - C(=NR^4)$	O-, (j) $-C(=NR^4)NR^4$ -, (k) $-OC(O)$ -, (l) $-OC(O)O$ -,
49	(m) - OC(O)	NR^4 -, (n) $-NR^4C(O)$ -, (o) $-NR^4C(O)O$ -,

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(p) -NR^4C(O)NR^4, (q) -NR^4C(=NR^4)NR^4, (r) -S(O)_p,
50
                                            (s) -NR^4S(O)_2 - (t) -S(O)_2NR^4 - (u) -C(N-OR^4) - (v) -CH_2 - (v)
51
                                            (w) -C(N-NR^4R^4)-, (x) -C(S)NR^4-, (y) -NR^4C(S)-, (z) -C(S)O-, or
52
                                            (aa) -OC(S) -, wherein
53
                                                                           any of (a)-(d) immediately above optionally is substituted with one or
54
                                                            i)
                                                                           more R<sup>5</sup> groups; and
55
                                                                           W is selected from the group consisting of:
56
                                                            ii)
                                                                           (aa) -OCO-, (bb) -OC(O)O-, (cc) -OC(O)NR^4-,
57
                                                                           (dd) -NR<sup>4</sup>C(O)O-, (ee) -OCNOR<sup>4</sup>-,
58
                                                                           (ff) -NR^4 - C(O)O - (gg) - C(S)(NR^4) - (hh) - NR^4 - (hh) - (
59
                                                                           (ii) -OC(S)O-, (jj) -OC(S)NR^4-, (kk) -NR^4C(S)O-, (ll) -
60
                                                                           OC(S)NOR^4-, (mm) -C(S)O-, (nn)-,OC(S)-, (oo) -C(O)-, (pp) -
61
                                                                           C(O)O-, (qq) - C(O)NR^4-, (rr) - C(=NR^4)-,
62
                                                                            (ss) - C(=NR^4)O-, (tt) - C(=NR^4)NR^4-, (uu) - OC(O)-, (vv) -
63
                                                                           OC(O)O-, (ww) -OC(O)NR^4-, (xx) -NR^4C(O)-, (yy) -NR^4C(O)O-,
64
                                                                           (zz) - NR^4C(O)NR^4 -, (aaa) -NR^4C(=NR^4)NR^4 -, (bbb) -S(O)_p -, (ccc)
65
                                                                           -NR^4S(O)_2-, (ddd) -S(O)_2NR^4-, (eee) -C(N-OR^4)-, (fff) -C(N-OR^4)-
66
                                                                           NR^4R^4)-, (ggg) -C(S)NR^4-, or (hhh) -NR^4C(S)-;
67
                            G is selected from the group consisting of: (a) B' and (b) B'-Z-B", wherein
68
                                                                            each B' and B" is independently selected from the group consisting of
                                                            i)
69
                                                                            (aa) an aryl group, (bb) a heteroaryl group, (cc) a biaryl group, (dd) a
70
                                                                            fused bicyclic or tricyclic saturated, unsaturated or aromatic ring
71
                                                                            system optionally containing one or more heteroatoms selected from
72
                                                                            the group consisting of nitrogen, oxygen, and sulfur, (ee) a 3-10
73
                                                                            membered saturated or unsaturated heterocycle containing one or
74
                                                                            more heteroatoms selected from the group consisting of nitrogen,
75
                                                                            oxygen, and sulfur, (ff) a 3-10 membered saturated, or unsaturated
76
                                                                            carbocycle, wherein each (aa)-(ff) optionally is substituted with one or
77
                                                                            more R<sup>11</sup> groups; and
78
                                                                            Z is selected from the group consisting of
79
                                                            ii)
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80	(aa) a single bond, (bb) a C_{1-2} alkyl group, (cc) a C_2 alkenyl group,
81	(dd) a C_2 alkynyl group, (ee) $-C(O)$ -, (ff) $-C(O)O$ -, (gg) $-C(O)NR^4$ -,
82	(hh) $-C(=NR^4)-$, (ii) $-C(=NR^4)O-$, (jj) $-C(=NR^4)NR^4-$, (kk) $-S(O)_p-$,
83	(11) $-OC(O)$ -, (mm) $-C(S)$ -, (nn) $-C(S)NR^4$ -, (oo) $-C(NR^4)S$ -, (pp) -
84	$C(O)S-$, $(qq) -O-$, $(rr) -NR^4-$, $(ss) -NR^4C(O)-$, $(tt) -OC(NR^4)-$, (uu)
85	$-NC(NR^4)-$, $(vv) -C(S)O-$, $(ww) -SC(O)-$, or $(xx) -OC(S)-$;
86	R ⁴ , at each occurrence, independently is selected from the group consisting of:
87	(a) H, (b) a C ₁₋₆ alkyl group, (c) a C ₂₋₆ alkenyl group, (d) a C ₂₋₆ alkynyl group, (e) a
88	C_{6-10} saturated, unsaturated, or aromatic carbocycle, (f) a 3-12 membered saturated,
89	unsaturated, or aromatic heterocycle containing one or more heteroatoms selected
90	from the group consisting of nitrogen, oxygen, and sulfur, (g) -C(O)-C ₁₋₆ alkyl, (h) -
91	$C(O)-C_{2-6}$ alkenyl, (i) $-C(O)-C_{2-6}$ alkynyl, (j) $-C(O)-C_{6-10}$ saturated, unsaturated, or
92	aromatic carbocycle, (k) -C(O)-3-12 membered saturated, unsaturated, or aromatic
93	heterocycle containing one or more heteroatoms selected from the group consisting
94	of nitrogen, oxygen, and sulfur, (l) $-C(O)O-C_{1-6}$ alkyl, (m) $-C(O)O-C_{2-6}$ alkenyl,
95	$(n) - C(O)O - C_{2-6}$ alkynyl,
96	(o) $-C(O)O-C_{6-10}$ saturated, unsaturated, or aromatic carbocycle, p) $-C(O)O-3-12$
97	membered saturated, unsaturated, or aromatic heterocycle containing one or more
98	heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and
99	$q) - C(O)NR^6R^6$
100	wherein any of (b)-(p) optionally is substituted with one or more R ⁵ groups,
101	alternatively, NR ⁴ R ⁴ forms a 3-7 membered saturated, unsaturated or aromatic ring including
102	the nitrogen atom to which the R ⁴ groups are bonded, wherein said ring is optionally substituted at a
103	position other than the nitrogen atom to which the R ⁴ groups are bonded, with one or more moieties
104	selected from the group consisting of O, S(O) _p , N, and NR ⁸ ;
105	R ⁵ is selected from the group consisting of:
106	(a) R^7 , (b) a C_{1-8} alkyl group, (c) a C_{2-8} alkenyl group, (d) a C_{2-8} alkynyl group, (e) a
107	C ₃₋₁₂ saturated, unsaturated, or aromatic carbocycle, and (f) a 3-12 membered
108	saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms
109	selected from the group consisting of nitrogen, oxygen, and sulfur, or two R ⁵ groups,

110	when present on the same carbon atom can be taken together with the carbon atom to
111	which they are attached to form a spiro 3-6 membered carbocyclic ring or
112	heterocyclic ring containing one or more heteroatoms selected form the group
113	consisting of nitrogen, oxygen, and sulfur;
114	wherein any of (b)-(f) immediately above optionally is substituted with one
115	or more R ⁷ groups;
116	R ⁶ , at each occurrence, independently is selected from the group consisting of:
117	(a) H, (b) a C ₁₋₆ alkyl group, (c) a C ₂₋₆ alkenyl group, (d) a C ₂₋₆ alkynyl group, (e) a
118	C ₃₋₁₀ saturated, unsaturated, or aromatic carbocycle, and (f) a 3-10 membered
119	saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms
120	selected from the group consisting of nitrogen, oxygen, and sulfur,
121	wherein any of (b)-(f) optionally is substituted with one or more moieties
122	selected from the group consisting of:
123	(aa) a carbonyl group, (bb) a formyl group, (cc) F, (dd) Cl, (ee) Br, (ff)
124	I, (gg) CN, (hh) NO ₂ , (ii) –OR ⁸ ,
125	$(jj) -S(O)_p R^8$, $(kk) -C(O)R^8$, $(ll) -C(O)OR^8$,
126	(mm) -OC(O)R8, $(nn) -C(O)NR8R8$,
127	$(oo) -OC(O)NR^8R^8, (pp) -C(=NR^8)R^8,$
128	$(qq) - C(R^8)(R^8)OR^8$, $(rr) - C(R^8)_2OC(O)R^8$,
129	$(ss) - C(R^8)(OR^8)(CH_2)_rNR^8R^8$, $(tt) - NR^8R^8$,
130	(uu) -NR8OR8, (vv) -NR8C(O)R8,
131	$(ww) -NR^8C(O)OR^8, (xx) -NR^8C(O)NR^8R^8,$
132	$(yy) -NR^8S(O)_rR^8, (zz) -C(OR^8)(OR^8)R^8,$
133	(ab) $-C(R^8)_2NR^8R^8$, (ac) $=NR^8$,
134	(ad) $-C(S)NR^8R^8$, (ae) $-NR^8C(S)R^8$,
135	(af) $-OC(S)NR^8R^8$, (ag) $-NR^8C(S)OR^8$,
136	$(ah) -NR^8C(S)NR^8R^8, (ai) -SC(O)R^8,$
137	(aj) a C_{1-8} alkyl group, (ak) a C_{2-8} alkenyl group, (al) a C_{2-8} alkynyl
138	group, (am) a C_{1-8} alkoxy group, (an) a C_{1-8} alkylthio group, (ao) a
139	C_{1-8} acyl group, (ap) – CF_3 ,

140	(aq) $-SCF_3$, (ar) a C_{3-10} saturated, unsaturated, or aromatic carbocycle
141	and (as) a 3-10 membered saturated, unsaturated, or aromatic
142	heterocycle containing one or more heteroatoms selected from the
143	group consisting of nitrogen, oxygen, and sulfur,
144	alternatively, NR ⁶ R ⁶ forms a 3-10 membered saturated, unsaturated or aromatic ring
145	including the nitrogen atom to which the R ⁶ groups are attached wherein said ring is optionally
146	substituted at a position other than the nitrogen atom to which the R ⁶ groups are bonded, with one o
147	more moieties selected from the group consisting of O, S(O) _p , N, and NR ⁸ ;
148	alternatively, CR ⁶ R ⁶ forms a carbonyl group;
149	R ⁷ , at each occurrence, is selected from the group consisting of:
150	(a) H, (b) =O, (c) F, (d) Cl, (e) Br, (f) I, (g) $-CF_3$,
151	(h) $-CN$, (i) $-N_3$ (j) $-NO_2$, (k) $-NR^6(CR^6R^6)_tR^9$, (l) $-OR^9$, (m) $-S(O)_pC(R^6R^6)_tR^9$,
152	$(n) - C(O)(CR^6R^6)_tR^9, (o) - OC(O)(CR^6R^6)_tR^9, (p) - SC(O)(CR^6R^6)_tR^9, (q) - C(O)(CR^6R^6)_tR^9, (q) - C(O)(CR^$
153	$C(O)O(CR^6R^6)_tR^9$, (r) $-NR^6C(O)(CR^6R^6)_tR^9$, (s) $-C(O)NR^6(CR^6R^6)_tR^9$, (t) $-$
154	$C(=NR^6)(CR^6R^6)_tR^9$, (u) $-C(=NNR^6R^6)(CR^6R^6)_tR^9$, (v) $-$
155	$C(=NNR^6C(O)R^6)(CR^6R^6)_tR^9, (w) - C(=NOR^9)(CR^6R^6)_tR^9, (x) -$
156	$NR^6C(O)O(CR^6R^6)_tR^9$, (y) $-OC(O)NR^6(CR^6R^6)_tR^9$, (z) $-NR^6C(O)NR^6(CR^6R^6)_tR^9$,
157	(aa) $-NR^6S(O)_p(CR^6R^6)_tR^9$, (bb) $-S(O)_pNR^6(CR^6R^6)_tR^9$, (cc) $-$
158	$NR^6S(O)_pNR^6(CR^6R^6)_tR^9$, (dd) $-NR^6R^6$, (ee) $-NR^6(CR^6R^6)$, (ff) $-OH$, (gg) $-NR^6R^6$,
159	(hh) $-OCH_3$, (ii) $-S(O)_pR^6$, (jj) $-NC(O)R^6$, (kk) a C_{1-6} alkyl group, (ll) a C_{2-6} alkenyl
160	group, (mm) a C_{2-6} alkynyl group, (nn) $-C_{3-10}$ saturated, unsaturated, or aromatic
161	carbocycle, and (00) 3-10 membered saturated, unsaturated, or aromatic heterocycle
162	containing one or more heteroatoms selected from the group consisting of nitrogen,
163	oxygen, and sulfur,
164	wherein any of (kk)-(00) optionally is substituted with one or more R ⁹
165	groups;
166	alternatively, two R ⁷ groups may form -O(CH ₂) _u O-;
167	R ⁸ is selected from the group consisting of:

168	(a) R^5 ,(b) H, (c) a C_{1-6} alkyl group, (d) a C_{2-6} alkenyl group, (e) a C_{2-6} alkynyl group,
169	(f) a C ₃₋₁₀ saturated, unsaturated, or aromatic carbocycle, (g) a 3-10 membered
170	saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms
171	selected from the group consisting of nitrogen, oxygen, and sulfur, (h) $-C(O)-C_{1-6}$
172	alkyl, (i) $-C(O)-C_{1-6}$ alkenyl, (j) $-C(O)-C_{1-6}$ alkynyl, (k) $-C(O)-C_{3-10}$ saturated,
173	unsaturated, or aromatic carbocycle, and (l) -C(O)-3-10 membered saturated,
174	unsaturated, or aromatic heterocycle containing one or more heteroatoms selected
175	from the group consisting of nitrogen, oxygen, and sulfur,
176	wherein any of (c)-(k) optionally is substituted with one or more moieties
177	selected from the group consisting of: (aa) H, (bb) F, (cc) Cl, (dd) Br, (ee) I,
178	(ff) CN, (gg) NO ₂ , (hh) OH, (ii) NH ₂ , (jj) NH(C ₁₋₆ alkyl), (kk) N(C ₁₋₆ alkyl) ₂ ,
179	(ll) a C_{1-6} alkoxy group, (mm) an aryl group, (nn) a substituted aryl group,
180	(00) a heteroaryl group, (pp) a substituted heteroaryl group, and qq) a
181	C ₁₋₆ alkyl group optionally substituted with one or more moieties selected
182	from the group consisting of an aryl group, a substituted aryl group, a
183	heteroaryl group, a substituted heteroaryl group, F, Cl, Br, I, CN, NO2, CF3,
184	SCF ₃ , and OH;
185	R ⁹ , at each occurrence, independently is selected from the group consisting of:
186	(a) R^{10} , (b) a C_{1-6} alkyl group, (c) a C_{2-6} alkenyl group, (d) a C_{2-6} alkynyl group, e) a
187	C ₃₋₁₀ saturated, unsaturated, or aromatic carbocycle, and f) a 3-10 membered
188	saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms
189	selected from the group consisting of nitrogen, oxygen, and sulfur,
190	wherein any of (b)-(f) optionally is substituted with one or more R ¹⁰ groups;
191	R ¹⁰ , at each occurrence, independently is selected from the group consisting of:
192	(a) H, (b) =O, (c) F, (d) Cl, (e) Br, (f) I, (g) $-CF_3$, (h) $-CN$, (i) $-NO_2$, (j) $-NR^6R^6$, (k)
193	$-OR^6$, (I) $-S(O)_pR^6$, (m) $-C(O)R^6$, (n) $-C(O)OR^6$, (o) $-OC(O)R^6$, (p) $NR^6C(O)R^6$,
194	(q) $-C(O)NR^6R^6$, (r) $-C(=NR^6)R^6$, (s) $-NR^6C(O)NR^6R^6$, (t) $-NR^6S(O)_pR^6$, (u) $-C(O)NR^6R^6$, (v) $-C(O)NR^6$, (v) $-C(O)NR^$
195	$S(O)_pNR^6R^6$, (v) $-NR^6S(O)_pNR^6R^6$, (w) a C_{1-6} alkyl group, (x) a C_{2-6} alkenyl group,
196	(y) a C_{2-6} alkynyl group, (z) a C_{3-10} saturated, unsaturated, or aromatic carbocycle,
197	and (aa) a 3-10 membered saturated, unsaturated, or aromatic heterocycle containing

198	one or more heteroatoms selected from the group consisting of introgen, oxygen, and
199	sulfur,
200	wherein any of (w)-(aa) optionally is substituted with one or more moieties
201	selected from the group consisting of R ⁶ , F, Cl, Br, I, CN, NO ₂ , -OR ⁶ , -NH ₂ ,
202	$-NH(C_{1-6} \text{ alkyl}), -N(C_{1-6} \text{ alkyl})_2$, a $C_{1-6} \text{ alkoxy group}$, a $C_{1-6} \text{ alkylthio group}$,
203	and a C ₁₋₆ acyl group;
204	R ¹¹ each occurrence, independently is selected from the group consisting of:
205	(a) a carbonyl group, (b) a formyl group, (c) F, (d) Cl, (e) Br, (f) I, (g) CN, (h) NO ₂ ,
206	(i) OR^8 , (j) $-S(O)_pR^8$, (k) $-C(O)R^8$, (l) $-C(O)OR^8$,
207	$(m) -OC(O)R^8, (n) -C(O)NR^8R^8, (o) -OC(O)NR^8R^8,$
208	$(p) - C(=NR^8)R^8, (q) - C(R^8)(R^8)OR^8, (r) - C(R^8)_2OC(O)R^8,$
209	(s) $-C(R^8)(OR^8)(CH_2)_rNR^8R^8$, (t) $-NR^8R^8$, (u) $-NR^8OR^8$,
210	$(v) - NR^8C(O)R^8, (w) - NR^8C(O)OR^8, (x) - NR^8C(O)NR^8R^8, (y) - NR^8S(O)_rR^8, (z) - NR^8C(O)R^8 + NR^8C(O)R$
211	$C(OR^8)(OR^8)R^8$, (aa) $-C(R^8)_2NR^8R^8$, (bb) $=NR^8$, (cc) $-C(S)NR^8R^8$, (dd) $-$
212	$NR^8C(S)R^8$, (ee) $-OC(S)NR^8R^8$, (ff) $-NR^8C(S)OR^8$, (gg) $-NR^8C(S)NR^8R^8$, (hh) $-$
213	SC(O)R ⁸ , (ii) a C ₁₋₈ alkyl group, (jj) a C ₂₋₈ alkenyl group, (kk) a C ₂₋₈ alkynyl group,
214	(II) a C ₁₋₈ alkoxy group, (mm) a C ₁₋₈ alkylthio group, (nn) a C ₁₋₈ acyl group, (00) a
215	C_{3-10} saturated, unsaturated, or aromatic carbocycle, and (pp) a 3-10 membered
216	saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms
217	selected from the group consisting of nitrogen, oxygen, and sulfur, wherein (ii)-(kk)
218	optionally are substitued with one or more R ⁵ groups;
219	R ¹² is selected from the group consisting of:
220	(a) H, (b) a C_{1-6} alkyl group, (c) a C_{2-6} alkenyl group, (d) a C_{2-6} alkynyl group, (e) –
221	$C(O)R^5$, (f) $-C(O)OR^5$, (g) $-C(O)-NR^4R^4R^4R^4$, (h) $-C(S)R^5$, (i) $-C(S)OR^5$, (j) $-C(S)OR^5$
222	$C(O)SR^5$, (k) $-C(S)-NR^4R^4R^4R^4$, (l) a C_{3-10} saturated, unsaturated, or aromatic
223	carbocycle, or (m) a 3-10 membered saturated, unsaturated, or aromatic heterocycle
224	containing one or more heteroatoms selected from the group consisting of nitrogen,
225	oxygen, and sulfur, (n) a $-(C_{1-6} \text{ alkyl}) - C_{3-10} \text{ saturated}$, unsaturated, or aromatic
226	carbocycle, or (o) a $-(C_{1-6} \text{ alkyl})-3-10$ membered saturated, unsaturated, or aromatic

227	heterocycle co	ontaining one or more heteroatoms selected from the group consisting
228	of nitrogen, o	xygen, and sulfur,
229	where	in (a)–(d) and (l)–(o) optionally are substitued with one or more R ⁵
230	groups	s;
231	p at each occurrence	is 0, 1, or 2;
232	r at each occurrence i	is 0, 1, or 2;
233	t at each occurrence i	is 0, 1, or 2;
234	u at each occurrence	is 1, 2, 3, or 4;
235	provided that	
236	i)	when T is a 14 or 15 membered macrolide D-E is not
		N ZZ N ZZ N ZZ
237		o', o', or o',
238		
239	ii)	when T is a 14 or 15 membered macrolide F-B' is not
		N ZZ N ZZ N ZZ N ZZ
240		F, F, F, or F,
241		
242	iii)	when T is a 14 or 15 membered macrolide B'-Z-B" is not
		N ZZ N ZZ N ZZ
243		B'-Z', B'-Z', or B'-Z',
244		
245	iv)	when T is a 14 or 15 membered macrolide R ¹¹ is not

v) when the compound has formula I and T is

D is not a single bond or a -CH₂-,

- vi) when the compound has formula I and T is a 14 or 15 membered macrolide -D-E-F- is not a -CH₂-,
- vii) when the compound has formula I and T is a 14 or 15 membered macrolide -D-E-F-G- is not a chemical moiety selected from the chemical moieties listed in Table A

Table A

2,2	, ZZ	ZZ ₂	, rot
35 N	Yrd. N	² / ₂ OH	
3½~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~		,3 ₂	

, and

viii) when the compound has formula II and T is a 16 membered macrolide

- i. -D-E- is not a glycoside attached via its anomeric carbon,
- ii. -D-E-F-G is not a C₁₋₄ (alkyl), C₂₋₄(alkenyl), or C₂₋₄(alkynyl) chain bonded to a 5-10 membered monocyclic or bicyclic carbocyle or heterocycle or bonded to a 5 or 6 membered carbocycle or heterocycle further bonded to a 5 or 6 membered carbocycle or heterocycle, any of said carbocycles or heterocycles being optionally substituted with one or more groups selected from the group consisting of (aa) –OH, (bb) –F, (cc) –Cl, (dd) –I, and (ee) NO₂, and
- iii. -D-E-F-G- is not a chemical moiety selected from the chemical moieties listed in Table B.

Table B

-(t-butoxycarboxy)-3-(3-quinolyl)

2. (Original) A compound according to claim 1, having the formula:

$$T \xrightarrow{QR^1} R^3$$

$$D \longrightarrow E \longrightarrow F \longrightarrow G$$

$$H_2C \searrow_{R^2}$$

$$I$$

or

 Π

- or a pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof wherein T, D, E, F, G, R¹, 3
- R^2 and R^3 are as described in claim 1. 4
- (Currently amended) A compound according to claim 1 or 2 having the formula: 3. 1

5

- or a pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof wherein T, D, E, F, G, R¹, 3
- R^2 and R^3 are as described in claim 1. 4
- 5

1

(Currently amended) A compound according to claim 1-or-2 having the formula: 4.

- 2
- 3
- or a pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof wherein T, D, E, F, G, R¹,

II

R² and R³ are as described in claim 1. 4

5.

- 5
- 1
- pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof wherein T is a 14- or 15-2
- 3
- 4
- 6. (Currently amended) A compound according to any one of claims 1-5 claim 1, or a 1
- pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof wherein G is B'. 2

membered macrolide connected via a macrocyclic ring carbon atom.

3

(Currently amended) A compound according to any one of claims 1-4claim 1, or a

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1	7.	(Currently as	mended) A compound according to claim 6 or a pharmaceutically
2	acceptable sa	alt, ester, N-oxi	de, or prodrug thereof wherein B' is selected from the group consisting
3	of: (a) an ary	l group, (b) a h	eteroaryl group, (c) a biaryl group, and (d) a fused bicyclic or tricyclic
4	unsaturated of	or aromatic ring	system optionally containing one or more carbonyl groups and one or
5	more heteroa	toms selected	from the group consisting of nitrogen, oxygen, and sulfur, wherein each
6	(a)-(d) option	nally is substitu	ited with one or more R ¹¹ groups.
7			
1	8.	(Currently as	mended) A compound according to claim 6, or a pharmaceutically
2	acceptable sa	alt, ester, N-oxi	de, or prodrug thereof wherein E is
3		(a) a 3-10 m	embered saturated, unsaturated, or aromatic heterocycle containing one
4		or more hete	roatoms selected from the group consisting of nitrogen, oxygen, and
5		sulfur,	
6		(b) a 3-10 m	embered saturated, unsaturated, or aromatic carbocycle,
7		(c) a $-W-[3$	-10 membered saturated, unsaturated, or aromatic heterocycle containing
8		one or more	heteroatoms selected from the group consisting of nitrogen, oxygen, and
9		sulfur],	
10		(d) a $-W-[$	3-10 membered saturated, unsaturated, or aromatic carbocycle],
11		• • • • • • • • • • • • • • • • • • • •	$(f) - C(O)O -, (g) - C(O)NR^4 -, (h) - C(=NR^4) -,$
12		$(i) - C (= NR^4)$	O^{-} , (j) $-C(=NR^4)NR^4$, (k) $-OC(O)$, (l) $-OC(O)O$,
13			NR^4 -, (n) $-NR^4C(O)$ -, (o) $-NR^4C(O)O$ -,
14		_	$O(NR^4 - , (q) - NR^4C(=NR^4)NR^4 - , (r) - S(O)_p - ,$
15		$(s) -NR^4S(C)$	$(v)_{2}$ -, (t) -S(O) ₂ NR ⁴ -, (u) -C(N-OR ⁴)-, (v) -C(N-NR ⁴ R ⁴)-,
16		(w) - C(S)NI	R^4 -, (x) – $NR^4C(S)$ -, (y) – $C(S)O$, or (z) – $OC(S)$ -, wherein
17		i)	any of (a)-(d) immediately above optionally is substituted with one or
18			more R ⁵ groups; and
19		ii)	W is selected from the group consisting of:
20			(aa) $-OCO-$, (bb) $-OC(O)O-$, (cc) $-OC(O)NR^4-$, (dd) $-NR^4C(O)O-$,
21			(ee) $-OCNOR^4$ -, (ff) $-NR^4$ -C(O)O-, (gg) $-C(S)(NR^4)$ -, (hh) $-NR^4$ -,
22			(ii) $-OC(S)O-$, (jj) $-OC(S)NR^4-$, (kk) $-NR^4C(S)O-$, (ll) $-$
23			$OC(S)NOR^4$ -, (mm) $-C(S)O$ -, (nn) $-OC(S)$ -, (oo) $-C(O)$ -, (pp) $-$

24	•	$C(O)O-$, $(qq)-C(O)NR^4-$, $(rr)-C(=NR^4)-$, $(ss)-C(=NR^4)O-$, $(tt)-$
25	($C(=NR^4)NR^4$, (uu) $-OC(O)$ -, (vv) $-OC(O)O$ -, (ww) $-OC(O)NR^4$ -,
26	(xx) $-NR^4C(O)$ -, $(yy) -NR^4C(O)O$ -, $(zz) -NR^4C(O)NR^4$ -, (aaa) -
27		$NR^4C(=NR^4)NR^4-$, (bbb) $-S(O)_p-$, (ccc) $-NR^4S(O)_2-$, (ddd) $-$
28		$G(O)_2NR^4$ -, (eee) $-C(N-OR^4)$ -, (fff) $-C(N-NR^4R^4)$ -, (ggg) -
29		$C(S)NR^4$ -, or (hhh) $-NR^4C(S)$
30		
1	9. (Currently ame	nded) A compound according to any one of claims 1-8 claim 1, or a
2	pharmaceutically acceptable sa	ult, ester, N-oxide, or prodrug thereof wherein
3	D is selected from the g	group consisting of (a) a C_{1-6} alkyl group, (b) a C_{2-6} alkenyl group, and
4	(c) a C ₂₋₆ alkyn	yl group, wherein
5	i) (-2 carbon atoms in any of (a)–(c) of D immediately above optionally
6	, is	replaced by a moiety selected from the group consisting of O, S(O) _p ,
7	a	nd NR ⁴ ,
8	ii) ai	ny of (a)–(c) of D immediately above optionally is substituted with
9	0.	ne or more R ⁵ groups; and
10	F is selected from the g	roup consisting of (a) a single bond, (b) a C ₁₋₆
11	alkyl group, (c)	a C ₂₋₆ alkenyl group, and (d) a C ₂₋₆ alkynyl group, wherein
12	i) (-2 carbon atoms in any of (b)-(d) of F immediately above optionally
13	is	replaced by a moiety selected from the group consisting of O, $S(O)_p$,
14	a	nd NR ⁴ ;
15	ii) a	ny of (b)-(d) of F immediately above optionally is substituted with
16	0	ne or more R ⁵ groups; and
17	iii) a	ny of (b)-(d) of F immediately above optionally is substituted with C ₁
18	6	alkyl-R ⁵ .
19		
1	10. (Currently ame	nded) A compound according to claim 9, or a pharmaceutically
2	acceptable salt, ester, N-oxide,	or prodrug thereof wherein
3	E is selected from the	group consisting of:

```
(a) a 3-10 membered saturated, unsaturated, or aromatic heterocycle containing one
  4
                                            or more heteroatoms selected from the group consisting of nitrogen, oxygen, and
  5
                                            sulfur,
  6
                                            (b) a 3-10 membered saturated, unsaturated, or aromatic carbocycle,
  7
                                            (c) a -W-[3-10 membered saturated, unsaturated, or aromatic heterocycle containing
  8
                                            one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and
  9
                                            sulfur],
10
                                            (d) a -W-[3-10 membered saturated, unsaturated, or aromatic carbocycle],
11
                                            (e) -C(O)-, (f) -C(O)O-, (g) -C(O)NR^4-, (h) -C(=NR^4)-, (i) -C(=NR^4)O-, (j) -
12
                                            C(=NR^4)NR^4, (k) -OC(O)-, (l) -OC(O)O-,
13
                                            (m) -OC(O)NR^4 -, (n) -NR^4C(O) -, (o) -NR^4C(O)O -, (p) -NR^4C(O)NR^4 -, (q) -
14
                                            NR^4C(=NR^4)NR^4, (r) -S(O)_0, (s) -NR^4S(O)_2, (t) -S(O)_2NR^4, (u) -C(N-OR^4),
15
                                            (v) -CH_{2-}, (w) -C(N-NR^4R^4)-, (x) -C(S)NR^4, (Y) -NR^4C(S)-, (Z) -C(S)O-, or (aa)
16
                                            -OC(S)-, wherein
17
                                                                            any of (a)-(d) immediately above optionally is substituted with one or
                                                            i)
18
                                                                            more R<sup>5</sup> groups; and
19
                                                                            W is selected from the group consisting of:
20
                                                            ii)
                                                                            (aa) -OCO-, (bb) -OC(O)O-, (cc) -OC(O)NR^4-,
21
                                                                            (dd) - NR^4C(O)O - (ee) - OCNOR^4 - (e
22
                                                                            (ff) -NR^4 - C(O)O - (gg) - C(S)(NR^4) - (hh) - NR^4
23
                                                                            (ii) -OC(S)O-, (ii) -OC(S)NR^4-, (kk) -NR^4C(S)O-, (ll) -
24
                                                                            OC(S)NOR^4-, (mm) -C(S)O-, (nn)-OC(S), (oo) -C(O)-, (pp) -
25
                                                                            C(O)O-, (qq)-C(O)NR^4-, (rr)-C(=NR^4)-,
26
                                                                             (ss) -C(=NR^4)O_{-}, (tt) -C(=NR^4)NR^4, (uu) -OC(O), (vv) -OC(O)O
27
                                                                            (ww) -OC(O)NR^4 - (xx) -NR^4C(O) - (yy) -NR^4C(O)O - (zz) -
28
                                                                            NR^4C(O)NR^4, (aaa) -NR^4C(=NR^4)NR^4, (bbb) -S(O)_p, (ccc) -
29
                                                                            NR^4S(O)_2-, (ddd) -S(O)_2NR^4-, (eee) -C(N-OR^4)-, (fff) -C(N-OR^4)
30
                                                                            NR^4R^4)-, (ggg) -C(S)NR^4-, or (hhh)-NR^4C(S)-.
31
```

11. (Currently amended) A compound according to claim 10, or a pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof wherein

E is selected from the group consisting of:

- (a) a 3-10 membered saturated, unsaturated, or aromatic heterocycle containing one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and
- (b) a 3-10 membered saturated, unsaturated, or aromatic carbocycle, wherein (a) and (b) immediately above optionally is substituted with one more R⁵ groups.
- 12. (Currently amended) A compound according to claim 9, or a pharmaceutically acceptable salt, ester, *N*-oxide, or prodrug thereof wherein

E is selected from the group consisting of:

- (a) -C(O)-, (b) -C(O)O-, (c) $-C(O)NR^4-$, (d) $-C(=NR^4)-$,
- 5 (e) $-C(=NR^4)O-$, (f) $-C(=NR^4)NR^4-$, (g) -OC(O)-, (h) -OC(O)O-, (i) $-OC(O)NR^4-$,
 - $(j) -NR^4C(O)-, (k) -NR^4C(O)O-, (l) -NR^4C(O)NR^4-, (m) -NR^4C(=NR^4)NR^4-, (n) -NR^4C(NR^4)NR^4-, (n) -NR^4C($
- $S(O)_{p}$, (o) $-NR^{4}S(O)_{2}$, (p) $-S(O)_{2}NR^{4}$, (q) $-C(N-OR^{4})$, (r) $-CH_{2}$, (s) $-C(N-OR^{4})$
- NR^4R^4)-, (t), $-C(S)NR^4$, (u) $-NR^4C(S)$ -, (v) -C(S)O, and (w) -OC(S)-.

13. (Currently amended) A compound according to any one of according to any one of elaims 1-12claim 1, wherein T is:

- or an N-oxide, pharmaceutically acceptable salt, ester or prodrug thereof,
- 6 wherein:

```
7
                                  M is selected from the group consisting of:
                                                    (a) -C((O)-, (b) -CH(-OR^{114})-, (c) -NR^{114}-CH_2-, (d) -CH_2-NR^{114}-, (e) -CH_2-NR^{114}-, (e)
  8
                                                    CH(NR^{114}R^{114})-, (f) -C(=NNR^{114}R^{114})-, (g) -NR^{114}--C(O)-, (h) -C(O)NR^{114}-, (i) -C(O)NR^{114}
  9
                                                    C(=NR^{114})-, and (j) -CR^{115}R^{115}-, (k) -C(=NOR^{127})-;
10
                                  R^{100} is selected from the group consisting of H and C_{1-6} alkyl;
11
                                  R<sup>101</sup> is selected from the group consisting of:
12
                                                    (a) H, (b) Cl, (c) F, (d) Br, (e) I, (f) -NR^{114}R^{114}, (g) -NR^{114}C(O)R^{114}, (h) -OR^{114},
13
                                                     (i) -OC(O)R^{114}, (i) -OC(O)OR^{114}, (k) -OC(O)NR^{114}R^{114}, (l) -O-C_{1-6} alkyl,
14
                                                    \label{eq:condition} \mbox{(m) -OC(O)-$C_{1-6}$ alkyl, (n) -OC(O)O-$C_{1-6}$ alkyl, (o) -OC(O)NR$^{114}-$C_{1-6}$ alkyl, (n) -OC(O)NR$^{114}-$C_{1-6}$ alkyl,
15
                                                     (p) C_{1-6} alkyl, (q) C_{1-6} alkenyl, (r) C_{1-6} alkynyl,
16
                                                                        wherein any of (l) – (r) optionally is substituted with one or more R^{115} groups;
17
                                  R<sup>102</sup> is H:
18
                                  R<sup>103</sup> is selected from the group consisting of:
19
                                                     (a) H<sub>1</sub> (b) -OR^{114}, (c) -O-C_{1-6} alkyl-R^{115}, (d) -OC((O)R^{114},
20
                                                     (e) -OC(O)-C_{1-6} alkyl-R^{115}, (f) -OC(O)OR^{114}, (g) -OC(O)O-C_{1-6} alkyl-R^{115},
21
                                                     (h) -OC(O)NR^{114}R^{114}, (i) -OC(O)NR^{114}-C_{1-6} alkyl-R^{115}, and
22
                                                     (j)
23
                                                                       ₹0,,, UR<sup>121</sup>
24
                                  alternatively, R<sup>102</sup> and R<sup>103</sup> taken together form a carbonyl group;
25
26
                                  alternatively, R<sup>101</sup> and R<sup>103</sup> taken together are a single bond between the respective carbons
27
                                  to which these two groups are attached thereby creating a double bond between the carbons
28
                                  to which R<sup>100</sup> and R<sup>102</sup> are attached:
29
30
                                  alternatively, R<sup>101</sup> and R<sup>103</sup> taken together are an epoxide moiety.
31
32
                                  R<sup>104</sup> is selected from the group consisting of:
33
```

```
(a) H, (b) R^{114}, (c) -C(O)R^{114}(d) -C(O)OR^{114} (e) -C(O)NR^{114}R^{114}, (f) -C_{1-6} alkyl-K-
34
                        R^{114}, (g) -C_{2-6} alkenyl-K-R^{114}, and (h) -C_{2-6} alkynyl-K-R^{114};
35
               alternatively R<sup>103</sup> and R<sup>104</sup>, taken together with the atoms to which they are bonded, form:
36
                                                   R<sup>114</sup>-N
37
               K is selected from the group consisting of:
38
                        (a) -C(O)-, (b) -C(O)O-, (c) -C(O)NR^{114}-, (d) -C(=NR^{114})-, (e) -C(=NR^{114})O-,
39
                        (f) -C(=NR^{114})NR^{114}, (g) -OC(O), (h) -OC(O)O, (i) -OC(O)NR^{114},
40
                        (j) -NR^{114}C(O)-, (k) -NR^{114}C(O)O-, (l) -NR^{114}C(O)NR^{114}-,
41
                        (m) -NR^{114}C(=NR^{114})NR^{114}, and (o) -S(O)_p-;
42
               R<sup>105</sup> is selected from the group consisting of:
43
                        (a) R^{114}, (b) -OR^{114}, (c) -NR^{114}R^{114}, (d) -O-C_{1-6} alkyl-R^{115}, (e) -C(O)-R^{114}
44
                        (f) -C(O)-C_{1-6} alkyl-R^{115}, (g) -OC(O)-R^{114}, (h) -OC(O)-C_{1-6} alkyl-R^{115},
45
                        (i) -OC(O)O-R^{114}, (j) -OC(O)O-C_{1-6} alkyl-R^{115}, (k) -OC(O)NR^{114}R^{114},
46
                        (l) -OC(O)NR^{114}-C_{1-6} alkyl-R^{115}, (m) -C(O)-C_{2-6} alkenyl-R^{115}, and
47
                        (n) -C(O)-C_{2-6} alkynyl-R^{115};
48
               alternatively, R<sup>104</sup> and R<sup>105</sup>, taken together with the atoms to which they are bonded, form:
49
50
                        wherein
51
                                Q is CH or N, and R^{126} is -OR^{114}, -NR^{114} or R^{114};
52
               alternatively, R<sup>104</sup> and R<sup>105</sup>, taken together with the atoms to which they are bonded, form:
53
54
                        wherein
55
                                         R<sup>101</sup> is as defined above;
                                 i)
56
```

57	ii)	alternately, R ¹⁰¹ and R ¹⁰⁹ may be taken together form a carbonyl
5 8		group;
59	iii)	alternately, R ¹⁰¹ and R ¹⁰⁹ may be taken together to form the group -
60		$O(CR^{116}R^{116})_{u}O-;$
61		
62	alternatively, R ¹⁰⁴ ar	nd R ¹⁰⁵ , taken together with the atoms to which they are bonded, form:
		MM
		HO 130 P131 P131
63		7 R130 R131 AV
64	i)	R^{130} is -OH, =C(O), or R^{114} ,
65	ii)	R^{131} is -OH, =C(O), or R^{114} ,
66	iii)	alternately, R ¹³⁰ and R ¹³¹ together with the carbons to which they are
67		attached form a 3-7 membered saturated, unsaturated or aromatic
68		carbocyclic or heterocyclic ring which can optionally be substituted
69		with one or more R ¹¹⁴ groups;
70		
71		n the group consisting of:
72	$(a) - OR^{114}, (a)$	(b) $-C_{1-6}$ alkoxy $-R^{115}$, (c) $-C(O)R^{114}$, (d) $-OC(O)R^{114}$, (e) $-OC(O)OR^{114}$,
73		$NR^{114}R^{114}$, and (g) $-NR^{114}R^{114}$,
74	alternatively, R ¹⁰⁵ a	nd R ¹⁰⁶ taken together with the atoms to which they are attached form a
75	5-membered ring by attach	ment to each other through a chemical moiety selected from the group
76	consisting of:	
77	(a) $-OC(R^{11}$	$^{5})_{2}O-$, (b) $-OC(O)O-$, (c) $-OC(O)NR^{114}-$, (d) $-NR^{114}C(O)O-$,
78	(e) -OC(O)î	NOR ¹¹⁴ -, (f) -NOR ¹¹⁴ -C(O)O-, (g) -OC(O)NNR ¹¹⁴ R ¹¹⁴ -,
79	(h) –NNR ¹¹⁴	$^{1}R^{114}$ – $^{1}C(O)O$ –, $^{1}(i)$ – $^{1}OC(O)C(R^{115})_2$ –, $^{1}(j)$ – $^{1}C(R^{115})_2$ – $^{1}C(O)O$ –, $^{1}(k)$ – $^{1}OC(S)O$ –
80	, (l) –OC((S)	NR^{114} -, (m) $-NR^{114}C(S)O$ -, (n) $-OC(S)NOR^{114}$ -, (o) $-NOR^{114}$ - $C(S)O$ -,
81	(p) -OC(S)N	$NNR^{114}R^{114}$ -, (q) $-NNR^{114}R^{114}$ -C(S)O-, (r) $-OC(S)C(R^{115})_2$ -, and (s) -
82	$C(R^{115})_2C(S$)O-;
83	alternatively, M, R1	05, and R ¹⁰⁶ taken together with the atoms to which they are attached
84	form:	

R¹⁰²
R¹¹²
N
O

R¹¹⁴ N N

92 wherein J is selected from the group consisting of O, S and NR¹¹⁴;

alternatively, M and R¹⁰⁴ taken together with the atoms to which they are attached form:

96 97 98 99 100 R¹⁰⁷ is selected from the group consisting of 101 (a) H, (b) $-C_{1-4}$ alkyl, (c) $-C_{2-4}$ alkenyl, which can be further substituted with C_{1-12} 102 alkyl or one or more halogens, (d) -C₂₋₄ alkynyl, which can be further substituted 103 with C_{1-12} alkyl or one or more halogens, (e) aryl or heteroaryl, which can be further 104 substituted with C₁₋₁₂ alkyl or one or more halogens, (f) -C(O)H, (g) -COOH, (h) -105 CN, (i) $-COOR^{114}$, (j) $-C(O)NR^{114}R^{114}$, (k) $-C(O)R^{114}$, and (l) $-C(O)SR^{114}$, wherein 106 (b) is further substituted with one or more substituents selected from the group 107 consisting of (aa) -OR¹¹⁴, (bb) halogen, (cc) -SR¹¹⁴, (dd) C₁₋₁₂ alkyl, which can be 108 further substituted with halogen, hydroxyl, C₁₋₆ alkoxy, or amino, (ee) -OR¹¹⁴, (ff) -109 SR^{114} , (gg) $-NR^{114}R^{114}$, (hh) -CN, (ii) $-NO_2$, (jj) $-NC(O)R^{114}$, (kk) $-COOR^{114}$, (ll) -110 N_3 , (mm) = N-O-R¹¹⁴, (nn) = NR¹¹⁴, (oo) = N-NR¹¹⁴R¹¹⁴, (pp) = N-NH-C(O)R¹¹⁴, and 111 $(qq) = N-NH-C(O)NR^{114}R^{114}$: 112 alternatively R¹⁰⁶ and R¹⁰⁷ are taken together with the atom to which they are attached to 113 form an epoxide, a carbonyl, an olefin, or a substituted olefin, or a C₃-C₇ carbocyclic, carbonate, or 114 carbamate, wherein the nitrogen of said carbamate can be further substituted with a C₁-C₆ alkyl; 115 R¹⁰⁸ is selected from the group consisting of: 116 (a) C_{1-6} alkyl, (b) C_{2-6} alkenyl, and (c) C_{2-6} alkynyl, 117 wherein any of (a)–(c) optionally is substituted with one or more R¹¹⁴ groups; 118 R^{111} is selected from the group consisting of H and $-C(O)R^{114}$; 119 R¹¹² is selected from the group consisting of H, OH, and OR¹¹⁴: 120 R¹¹³ is selected from the group consisting of: 121

122	(a) H, (b) R^{114} , (c) $-C_{1-6}$ alkyl $-K-R^{114}$, (d) $-C_{2-6}$ alkenyl $-K-R^{114}$, and
123	(e) $-C_{2-6}$ alkynyl $-K-R^{114}$,
124	wherein any of (c)-(e) optionally is substituted with one or more R ¹¹⁵ groups;
125	R ¹¹⁴ , at each occurrence, independently is selected from the group consisting of:
126	(a) H, (b) C_{1-6} alkyl, (c) C_{2-6} alkenyl, (d) C_{2-6} alkynyl, (e) C_{6-10} saturated, unsaturated,
127	or aromatic carbocycle, (f) 3-12 membered saturated, unsaturated, or aromatic
128	heterocycle containing one or more heteroatoms selected from the group consisting
129	of nitrogen, oxygen, and sulfur, (g) $-C(O)-C_{1-6}$ alkyl, (h) $-C(O)-C_{2-6}$ alkenyl, (i) $-$
130	$C(O)-C_{2-6}$ alkynyl, (j) $-C(O)-C_{6-10}$ saturated, unsaturated, or aromatic carbocycle, (k)
131	-C(O)-3-12 membered saturated, unsaturated, or aromatic heterocycle containing
132	one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and
133	sulfur, (I) $-C(O)O-C_{1-6}$ alkyl, (m) $-C(O)O-C_{2-6}$ alkenyl, (n) $-C(O)O-C_{2-6}$ alkynyl,
134	(o) -C(O)O-C ₆₋₁₀ saturated, unsaturated, or aromatic carbocycle, (p) -C(O)O-3-12
135	membered saturated, unsaturated, or aromatic heterocycle containing one or more
136	heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur, and
137	$(q) - C(O)NR^{116}R^{116},$
138	wherein any of (b)-(p) optionally is substituted with one or more R ¹¹⁵ groups,
139	wherein one or more non-terminal carbon moieties of any of (b)-(d)
140	optionally is replaced with oxygen, S(O) _p , or -NR ¹¹⁶ ,
141	alternatively, NR ¹¹⁴ R ¹¹⁴ forms a 3-7 membered saturated, unsaturated or aromatic ring
142	including the nitrogen atom to which the R ¹¹⁴ groups are bonded and optionally one or more
143	moieties selected from the group consisting of O, S(O) _p , N, and NR ¹¹⁸ ;
144	R ¹¹⁵ is selected from the group consisting of:
145	(a) R^{117} , (b) C_{1-8} alkyl, (c) C_{2-8} alkenyl, (d) C_{2-8} alkynyl, (e) C_{3-12} saturated,
146	unsaturated, or aromatic carbocycle, (f) 3-12 membered saturated, unsaturated, or
147	aromatic heterocycle containing one or more heteroatoms selected from the group
148	consisting of nitrogen, oxygen, and sulfur,
149	wherein any of (b)–(f) optionally is substituted with one or more R ¹¹⁷ groups;
150	R ¹¹⁶ , at each occurrence, independently is selected from the group consisting of:

151	(a) H, (b) C_{1-6} alkyl, (c) C_{2-6} alkenyl, (d) C_{2-6} alkynyl, (e) C_{3-10} saturated, unsaturated,
152	or aromatic carbocycle, and (f) 3-10 membered saturated, unsaturated, or aromatic
153	heterocycle containing one or more heteroatoms selected from the group consisting
154	of nitrogen, oxygen, and sulfur,
155	wherein one or more non-terminal carbon moieties of any of (b)-(d)
156	optionally is replaced with oxygen, S(O) _p , or -NR ¹¹⁴ , wherein any of (b)- (f)
157	optionally is substituted with one or more moieties selected from the group
158	consisting of:
159	(aa) carbonyl, (bb) formyl, (cc) F, (dd) Cl, (ee) Br, (ff) I, (gg) CN, (hh)
160	N_3 , (ii) NO_2 , (jj) OR^{118} , (kk) $-S(O)_pR^{118}$, (ll) $-C(O)R^{118}$, (mm) $-$
161	$C(O)OR^{118}$, (nn) $-OC(O)R^{118}$, (oo) $-C(O)NR^{118}R^{118}$, (pp) $-$
162	$OC(O)NR^{118}R^{118}$, $(qq) - C(=NR^{118})R^{118}$, $(rr) - C(R^{118})(R^{118})OR^{118}$, (ss)
163	$-C(R^{118})_2OC(O)R^{118}$, (tt) $-C(R^{118})(OR^{118})(CH_2)_rNR^{118}R^{118}$, (uu) $-$
164	$NR^{118}R^{118}$; (vv) $-NR^{118}OR^{118}$, (ww) $-NR^{118}C(O)R^{118}$, (xx) $-$
165	$NR^{118}C(O)OR^{118}$, (yy) $-NR^{118}C(O)NR^{118}R^{118}$, (zz) $-NR^{118}S(O)_rR^{118}$,
166	(ab) $-C(OR^{118})(OR^{118})R^{118}$, (ac) $-C(R^{118})_2NR^{118}R^{118}$, (ad) $=NR^{118}$,
167	(ae) $-C(S)NR^{118}R^{118}$, (af) $-NR^{118}C(S)R^{118}$, (ag) $-OC(S)NR^{118}R^{118}$,
168	(ah) $-NR^{118}C(S)OR^{118}$, (ai) $-NR^{118}C(S)NR^{118}R^{118}$, (aj) $-SC(O)R^{118}$,
169	(ak) C_{1-8} alkyl, (al) C_{2-8} alkenyl, (am) C_{2-8} alkynyl, (an) C_{1-8} alkoxy,
170	(ao) C ₁₋₈ alkylthio, (ap) C ₁₋₈ acyl, (aq) saturated, unsaturated, or
171	aromatic C ₃₋₁₀ carbocycle, and (ar) saturated, unsaturated, or aromatic
172	3-10 membered heterocycle containing one or more heteroatoms
173	selected from the group consisting of nitrogen, oxygen, and sulfur,
174	alternatively, NR ¹¹⁶ R ¹¹⁶ forms a 3-10 membered saturated, unsaturated or aromatic ring
175	including the nitrogen atom to which the R116 groups are attached and optionally one or more
176	moieties selected from the group consisting of O, S(O) _p , N, and NR ¹¹⁸ ;
177	alternatively, CR116R116 forms a carbonyl group;
178	R ¹¹⁷ , at each occurrence, is selected from the group consisting of:
179	(a) H, (b) =O, (c) F, (d) Cl, (e) Br, (f) I, (g) $(CR^{116}R^{116})_rCF_3$, (h) $(CR^{116}R^{116})_rCN$,
180	(i) $(CR^{116}R^{116})_rNO2$, (j) $(CR^{116}R^{116})_rNR^{116}(CR^{116}R^{116})_tR^{119}$, (k) $(CR^{116}R^{116})_rOR^{119}$,

```
(I) (CR^{116}R^{116})_{t}S(O)_{p}(CR^{116}R^{116})_{t}R^{119}, (m) (CR^{116}R^{116})_{t}C(O)(CR^{116}R^{116})_{t}R^{119},
181
                                                               (n) (CR^{116}R^{116}), OC(O)(CR^{116}R^{116}), R^{119}, (o) (CR^{116}R^{116}), R^{119}, 
182
                                                               (p) (CR^{116}R^{116})_{r}C(O)O(CR^{116}R^{116})_{t}R^{119}, (q) (CR^{116}R^{116})_{r}NR^{116}C(O)(CR^{116}R^{116})_{t}R^{119},
183
                                                               (r) (CR^{116}R^{116})_rC(O)NR^{116}(CR^{116}R^{116})_tR^{119}, (s) (CR^{116}R^{116})_rC(=NR^{116})(
184
                                                               CR^{116}R^{116})_{t}R^{119}, (t) (CR^{116}R^{116})_{r}C(=NNR^{116}R^{116})(CR^{116}R^{116})_{t}R^{119},
185
                                                               (u) (CR^{116}R^{116})_{t}C(=NNR^{116}C(O)R^{116})(CR^{116}R^{116})_{t}R^{119}, (v) (CR^{116}R^{116})_{t}C(=NOR^{119})(CR^{116}R^{116})_{t}C(=NOR^{119})(CR^{116}R^{116})_{t}C(=NOR^{119})(CR^{116}R^{116})_{t}C(=NOR^{119})(CR^{116}R^{116})_{t}C(=NOR^{119})(CR^{116}R^{116})_{t}C(=NOR^{119})(CR^{116}R^{116})_{t}C(=NOR^{119})(CR^{116}R^{116})_{t}C(=NOR^{119})(CR^{116}R^{116})_{t}C(=NOR^{119})(CR^{116}R^{116})_{t}C(=NOR^{119})(CR^{116}R^{116})_{t}C(=NOR^{119})(CR^{116}R^{116})_{t}C(=NOR^{119})(CR^{116}R^{116})_{t}C(=NOR^{119})(CR^{116}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116})_{t}C(=NOR^{119}R^{116}R^{116})_{t}C(=NOR^{119}R^{116}R^{116})_{t}C(=NOR^{119}R^{116}R^{116}R^{116})_{t}C(=NOR
186
                                                               CR^{116}R^{116})_{i}R^{119}, (w) (CR^{116}R^{116})_{i}NR^{116}C(O)O(CR^{116}R^{116})_{i}R^{119}.
187
                                                               (x) (CR^{116}R^{116})_rOC(O)NR^{116}(CR^{116}R^{116})_rR^{119}.
188
                                                               (y) (CR^{116}R^{116})_{r}NR^{116}C(O)NR^{116}(CR^{116}R^{116})_{r}R^{119}.
189
                                                               (z) (CR^{116}R^{116})_rNR^{116}S(O)_n(CR^{116}R^{116})_rR^{119}.
190
                                                               (aa) (CR^{116}R^{116})_rS(O)_pNR^{116}(CR^{116}R^{116})_tR^{119},
191
                                                               (bb) (CR^{116}R^{116})_tNR^{116}S(O)_pNR^{116}(CR^{116}R^{116})_tR^{119}, (cc) (CR^{116}R^{116})_tNR^{116}R^{116},
192
                                                               (dd) C_{1-6} alkyl, (ee) C_{2-6} alkenyl, (ff) C_{2-6} alkynyl, (gg) (CR^{116}R^{116})_{\Gamma}-C_{3-10} saturated,
193
                                                               unsaturated, or aromatic carbocycle, and (hh) (CR116R116)<sub>r</sub>-3-10 membered saturated,
194
                                                               unsaturated, or aromatic heterocycle containing one or more heteroatoms selected
195
                                                               from the group consisting of nitrogen, oxygen, and sulfur,
196
                                                                                    wherein any of (dd)-(hh) optionally is substituted with one or more R<sup>119</sup>
197
198
                                                                                    groups;
                                          alternatively, two R<sup>117</sup> groups may form -O(CH<sub>2</sub>)<sub>u</sub>O-;
199
                                          R<sup>118</sup> is selected from the group consisting of:
200
                                                               (a) H, (b) C<sub>1-6</sub> alkyl, (c) C<sub>2-6</sub> alkenyl, (d) C<sub>2-6</sub> alkynyl, (e) C<sub>3-10</sub> saturated, unsaturated,
201
                                                                or aromatic carbocycle, (f) 3-10 membered saturated, unsaturated, or aromatic
202
                                                               heterocycle containing one or more heteroatoms selected from the group consisting
203
                                                               of nitrogen, oxygen, and sulfur, (g) -C(O)-C_{1-6} alkyl, (h) -C(O)-C_{1-6} alkenyl, (g) -
204
                                                               C(O)-C_{1-6} alkynyl, (i) -C(O)-C_{3-10} saturated, unsaturated, or aromatic carbocycle,
205
                                                                and (j) -C(O)-3-10 membered saturated, unsaturated, or aromatic heterocycle
206
207
                                                               containing one or more heteroatoms selected from the group consisting of nitrogen,
208
                                                                oxygen, and sulfur,
                                                                                    wherein any of (b)-(j) optionally is substituted with one or more moieties
209
                                                                                    selected from the group consisting of: (aa) H, (bb) F, (cc) Cl, (dd) Br, (ee) I,
210
```

211	(ff) CN, (gg) NO ₂ , (hh) OH, (ii) NH ₂ , (jj) NH(C_{1-6} alky(l), (kk)
212	$N(C_{1-6} \text{ alky}(1)_2, (11) C_{1-6} \text{ alkoxy}, (mm) \text{ aryl}, (nn) \text{ substituted aryl}, (oo)$
213	heteroaryl, (pp) substituted heteroaryl, and (qq) C ₁₋₆ alkyl, optionally
214	substituted with one or more moieties selected from the group consisting of
215	aryl, substituted aryl, heteroaryl, substituted heteroaryl, F, Cl, Br, I, CN, NO2,
216	and OH;
217	R ¹¹⁹ , at each occurrence, independently is selected from the group consisting of:
218	(a) R^{120} , (b) C_{1-6} alkyl, (c) C_{2-6} alkenyl, (d) C_{2-6} alkynyl, (e) C_{3-10} saturated,
219	unsaturated, or aromatic carbocycle, and (f) 3-10 membered saturated, unsaturated, or
220	aromatic heterocycle containing one or more heteroatoms selected from the group
221	consisting of nitrogen, oxygen, and sulfur,
222	wherein any of (b)-(f) optionally is substituted with one or more R ¹¹⁹ groups;
223	R ¹²⁰ , at each occurrence, independently is selected from the group consisting of:
224	(a) H, (b) =O, (c) F, (d) Cl, (e) Br, (f) I, (g) $(CR^{116}R^{116})_rCF_3$, (h) $(CR^{116}R^{116})_rCN$,
225	(i) $(CR^{116}R^{116})_rNO_2$, (j) $(CR^{116}R^{116})_rNR^{116}R^{116}$, (k) $(CR^{116}R^{116})_rOR^{114}$,
226	(l) $(CR^{116}R^{116})_rS(O)_pR^{116}$, (m) $(CR^{116}R^{116})_rC(O)R^{116}$, (n) $(CR^{116}R^{116})_rC(O)OR^{116}$,
227	(o) $(CR^{116}R^{116})_rOC(O)R^{116}$, (p) $(CR^{116}R^{116})_rNR^{116}C(O)R^{116}$,
228	(q) $(CR^{116}R^{116})_rC(O)NR^{116}R^{116}$, (r) $(CR^{116}R^{116})_rC(=NR^{116})R^{116}$,
229	(s) $(CR^{116}R^{116})_rNR^{116}C(O)NR^{116}R^{116}$, (t) $(CR^{116}R^{116})_rNR^{116}S(O)_pR^{116}$,
230	(u) $(CR^{116}R^{116})_rS(O)_pNR^{116}R^{116}$, (v) $(CR^{116}R^{116})_rNR^{116}S(O)_pNR^{116}R^{116}$,
231	(w) C_{1-6} alkyl, (x) C_{2-6} alkenyl, (y) C_{2-6} alkynyl, (z) $(CR^{116}R^{116})_{\Gamma}$ C_{3-10} saturated,
232	unsaturated, or aromatic carbocycle, and (aa) (CR ¹¹⁶ R ¹¹⁶) _r -3-10 membered saturated,
233	unsaturated, or aromatic heterocycle containing one or more heteroatoms selected
234	from the group consisting of nitrogen, oxygen, and sulfur,
235	wherein any of (w)-(aa) optionally is substituted with one or more moieties
236	selected from the group consisting of R ¹¹⁶ , F, Cl, Br, I, CN, NO ₂ , -OR ¹¹⁶ , -
237	NH_2 , $-NH(C_{1-6} \text{ alkyl})$, $-N(C_{1-6} \text{ alkyl})_2$, $C_{1-6} \text{ alkoxy}$, $C_{1-6} \text{ alkylthio}$, and
238	C ₁₋₆ acyl;
239	R ¹²¹ , at each occurrence, independently is selected from the group consisting of:

```
(a) H, (b) -OR^{118}, (c) -O-C_{1-6} alkyl-OC(O)R^{118}, (d) -O-C_{1-6} alkyl-OC(O)OR^{118},
240
                            (e) -O-C_{1-6} alkyl-OC(O)NR^{118}R^{118}, (f) -O-C_{1-6} alkyl-C(O)NR^{118}R^{118}, (g) -O-C_{1-6}
241
                            C_{1-6} alkyl-NR<sup>118</sup>C(O)R<sup>118</sup>, (h) -O-C_{1-6} alkyl-NR<sup>118</sup>C(O)OR<sup>118</sup>, (i) -O-C_{1-6} alkyl-
242
                            NR^{118}C(O)NR^{118}R^{118}, (j) -O-C_{1-6} alkyl-NR^{118}C(=N(H)NR^{118}R^{118}, (k) -O-C_{1-6} alkyl-
243
                            S(O)_{0}R^{118}, (1) -O-C_{2-6} alkenyl-OC(O)R^{118}, (m) -O-C_{2-6} alkenyl-OC(O)OR^{118}, (n) -O-C_{2-6}
244
                            O-C_{2-6} alkenyl-OC(O)NR^{118}R^{118}, (o) -O-C_{2-6} alkenyl-C(O)NR^{118}R^{118}, (p) -O-C_{2-6}
245
                            C_{2-6} alkenyl-NR<sup>118</sup>C(O)R<sup>118</sup>, (q) -O-C_{2-6} alkenyl-NR<sup>118</sup>C(O)OR<sup>118</sup>, (r) -O-
246
                            C_{2-6} alkenyl-NR<sup>118</sup>C(O)NR<sup>118</sup>R<sup>118</sup>, (s) -O-C_{2-6} alkenyl-NR<sup>118</sup>C(=N(H)NR<sup>118</sup>R<sup>118</sup>,
247
                            (t) -O-C_{2-6} alkenyl-S(O)<sub>0</sub>R<sup>118</sup>,
248
                            (u) -O-C_{2-6} alkynyl-OC(O)R^{118}, (v) -O-C_{2-6} alkynyl-OC(O)OR^{118},
249
                            (w) -O-C_{2-6} alkynyl-OC(O)NR^{118}R^{118}, (x) -O-C_{2-6} alkynyl-C(O)NR^{118}R^{118}, (y) -O-C_{2-6}
250
                            C_{2-6} alkynyl-NR ^{118} C(O)R ^{118}, (z) -O-C_{2-6} alkynyl-NR ^{118} C(O)OR ^{118}, (aa) -O-C_{2-6} alkynyl-NR ^{118} C(O)OR ^{118}
251
                            C<sub>2-6</sub> alkynyl-NR<sup>118</sup>C(O)NR<sup>118</sup>R<sup>118</sup>.
252
                            (bb) -O-C_{2-6} alkynyl-NR^{118}C(=N(H)NR^{118}R^{118}, (cc) -O-C_{2-6} alkynyl-S(O)_pR^{118}; and
253
                            (dd) - NR^{118}R^{118};
254
                   alternatively, two R<sup>121</sup> groups taken together form =0, =NOR<sup>118</sup>, or =NNR<sup>118</sup>R<sup>118</sup>;
255
                   R<sup>122</sup> is R<sup>115</sup>;
256
                   R<sup>123</sup> is selected from the group consisting of:
257
                            (a) R^{116}, (b) F, (c) Cl, (d) Br, (e) I, (f) CN, (g) NO_2, and (h) -OR^{114};
258
                   alternatively, R<sup>122</sup> and R<sup>123</sup> taken together are -O(CH<sub>2</sub>)<sub>u</sub>O-;
259
                   R<sup>124</sup>, at each occurrence, independently is selected from the group consisting of:
260
                            (a) H, (b) F, (c) Cl, (d) Br, (e) I, (f) CN, (g) -OR^{114}, (h) -NO_2, (i) -NR^{114}R^{114}, (j) C_{1-6}
261
                            alkyl, (k) C_{1-6} acyl, and (l) C_{1-6} alkoxy;
262
                   R<sup>125</sup> is selected from the group consisting of:
263
                            (a) C_{1-6} alkyl, (b) C_{2-6} alkenyl, (c) C_{2-6} alkynyl, (d) C_{1-6} acyl, (e) C_{1-6} alkoxy,
264
                            (f) C_{1-6} alkylthio, (g) saturated, unsaturated, or aromatic C_{5-10} carbocycle,
265
                            (h) saturated, unsaturated, or aromatic 5-10 membered heterocycle containing one or
266
                            more heteroatoms selected from the group consisting of nitrogen, oxygen, and sulfur,
267
                            (i) -O-C<sub>1-6</sub> alkyl-saturated, unsaturated, or aromatic 5-10 membered heterocycle
268
269
                            containing one or more heteroatoms selected from the group consisting of nitrogen,
```

270	oxygen, and sulfur, (j) $-NR^{114}-C_{1-6}$ alkyl-saturated, unsaturated, or aromatic 5-10
271	membered heterocycle containing one or more heteroatoms selected from the group
272	consisting of nitrogen, oxygen, and sulfur, (k) saturated, unsaturated, or aromatic 10-
273	membered bicyclic ring system optionally containing one or more heteroatoms
274	selected from the group consisting of nitrogen, oxygen, and sulfur, (1) saturated,
275	unsaturated, or aromatic 13-membered tricyclic ring system optionally containing
276	one or more heteroatoms selected from the group consisting of nitrogen, oxygen, and
277	sulfur, $(m) - OR^{114}$,
278	(n) $-NR^{114}R^{114}$, (o) $-S(O)_pR^{114}$, and (p) $-R^{124}$,
279	wherein any of (a)-(l) optionally is substituted with one or more R ¹¹⁵ groups;
280	alternatively, R125 and one R124 group, taken together with the atoms to which they are
281	bonded, form a 5-7 membered saturated or unsaturated carbocycle, optionally substituted with one
282	or more R ¹¹⁵ groups; or a 5-7 membered saturated or unsaturated heterocycle containing one or
283	more atoms selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally
284	substituted with one or more R ¹¹⁵ groups;
285	R ¹²⁶ at each occurrence, independently is selected from the group consisting of:
286	(a) hydrogen, (b) an electron-withdrawing group, (c) aryl, (d) substituted aryl,
287	(e) heteroaryl, (f) substituted heteroaryl, and (g) C ₁₋₆ alkyl, optionally substituted
288	with one or more R ¹¹⁵ groups;
289	alternatively, any R ¹²⁶ and any R ¹²³ , taken together with the atoms to which they are bonded
290	form a 5-7 membered saturated or unsaturated carbocycle, optionally substituted with one or more
291	R ¹¹⁵ groups; or a 5-7 membered saturated or unsaturated heterocycle containing one or more atoms
292	selected from the group consisting of nitrogen, oxygen, and sulfur, and optionally substituted with
293	one or more R ¹¹⁵ groups;
294	R ¹⁰⁹ is H or F;
295	R ¹²⁷ is R ¹¹⁴ , a monosaccharide or disaccharide (including amino sugars and halo sugar(s), –
296	$(CH_2)_n$ - $(O-CH_2CH_2-)_m$ - $O(CH_2)_p$ CH ₃ or $-(CH_2)_n$ - $(O-CH_2CH_2-)_m$ -OH
297	R^{128} is R^{114}
298	R^{129} is R^{114}
200	P ¹¹⁰ is P ¹¹⁴

Alternatively, R¹⁰⁹ and R¹¹⁰ taken together with the carbons to which they are attached form: 300

301 302

Alternately, R¹²⁸ and R¹²⁹ together with the carbons to which they are attached form a 3-6 membered saturated, unsaturated or aromatic carbocyclic or heterocyclic ring which may optionally be substituted with one or more R¹¹⁴ groups;

304 305

306

303

m, at each occurrence is 0, 1, 2, 3, 4, or 5;

1

2

n, at each occurrence is 1, 2, or 3. 307

308

(Currently amended) A compound according to any one of claims 1-13claim 1, 14. wherein T is a macrolide selected from the group consisting of:

3 4

or an N-oxide pharmaceutically acceptable salt, ester, or prodrug thereof, wherein M, R¹⁰⁰, R¹⁰¹, R^{104} , R^{105} , R^{106} , R^{107} , R^{108} , R^{109} , R^{110} , and R^{120} are as described in claim 13.

5 6

1

2

(Currently amended) A compound according to any one of claims 1-14 claim 1, 15. wherein T is a macrolide selected from the group consisting of:

4 5

6 7

31

OCH₃

OCH₃

R¹⁰⁰ R¹⁰¹

HO R 101 R 101 R 101 R 101

O-R¹⁰⁴

or an N-oxide pharmaceutically acceptable salt, ester, or prodrug thereof,

wherein M, R^{100} , R^{101} , R^{102} , R^{104} , R^{109} , R^{114} , R^{126} and R^{127} are as described in claim 13.

16. (Currently amended) A compound according to any one of claims 1-15 claim 1, wherein T is a macrolide selected from the group consisting of:

or an N-oxide pharmaceutically acceptable salt, ester, or prodrug thereof,

wherein M, R^1 , R^2 , R^{104} , R^{114} , R^{109} and R^{127} are as described in claim 13.

 17. (Currently amended) A compound according to any one of claims 1-16claim 1, wherein T is a macrolide selected from the group consisting of T1 through T33:

or a pharmaceutically acceptable salt, ester, N-oxide, or prodrug thereof.

T31

29

30 31 T33

T32

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1	18.	(Original) A compound having the structure corresponding to any one of the			
2	structures listed in Table 1 or 13, or a pharmaceutically acceptable salt, ester, N-oxide, or prodrug				
3	thereof.				
4					
l	. 19.	(Currently amended) A pharmaceutical composition comprising a compound			
2	according to	any one of claims 1-18 claim 1 and a pharmaceutically acceptable carrier.			
3					
l	20.	(Currently amended) A method for treating or preventing a disease state in a			
2	mammal con	nprising administering to a mammal in need thereof an effective amount of a compound			
3	according to any one of claims 1-18 claim 1.				
4					
l	21.	(Currently amended) A method of treating a microbial infection in a mammal			
2	comprising a	dministering to the mammal an effective amount of a compound according to any one			
3	of claims-1-1	-8claim 1.			
4					
1	22.	(Currently amended) A method of treating a fungal infection in a mammal			
2	comprising a	dministering to the mammal an effective amount of a compound according to any one			
3	of claims 1-1	8claim 1.			
4					
l	23.	(Currently amended) A method of treating a parasitic disease in a mammal			
2	comprising a	dministering to the mammal an effective amount of a compound according to any one			
3	of claims 1-1	8 <u>claim 1</u> .			
4					
1	24.	(Currently amended) A method of treating a proliferative disease in a mammal			
2	comprising a	idministering to the mammal an effective amount of a compound according to any one			
3	of claims 1	l8 <u>claim 1</u> .			
4					
1	Misn	umbered Claim 24. (Canceled)			
2					
1	Clair	ns 25 – 31 (Canceled)			

2		
1	32.	(New) A method of treating a viral infection in a mammal comprising administering
2	to the mamma	al an effective amount of a compound according to claim 1.
3		
1	33.	(New) A method of treating an inflammatory disease in a mammal comprising
2	administering	to the mammal an effective amount of a compound according to claim 1.
3		
1	34.	(New) A method of treating a gastrointestinal motility disorder in a mammal
2	comprising ac	dministering to the mammal an effective amount of a compound according to claim 1.
3		
1	35.	(New) A method of treating or preventing a disease state in a mammal caused or
2	mediated by a	nonsense or missense mutation comprising administering to a mammal in need
3	thereof an eff	ective amount of a compound according to claim 1 to suppress expression of the
4	nonsense or n	nissense mutation.
5		
l	36.	(New) The method according to claim 20 wherein the compound is administered
2	orally, parent	ally, or topically.
3		
1	37.	(New) A method of synthesizing a compound according to claim 1.
2		
1	38.	(New) A medical device containing a compound according to claim 1.
2		
1	39.	(New) The medical device according to claim 38, wherein the device is a stent.